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May 2, 2006

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Apter, Bill Ovca, Alex Gassio, Terri Nelson*

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:

USA COMMERCIAL MORTGAGE
COMPANY,

Debtor.

Case No. BK-S-06-10725-LBR
Chapter 11

In re:

USA CAPITAL REALTY ADVISORS,
LLC,

Debtor

Case No. BK-S-06-10726-LBR
Chapter 11

In re:

USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC,

Debtor.

Case No. BK-S-06-10727-LBR
Chapter 11

In re:

USA CAPITAL FIRST TRUST DEED
FUND, LLC,

Debtor.

Case No. BK-S-06-10728-LBR
Chapter 11

In re:

USA SECURITIES, LLC

Debtor.

Case No. BK-S-06-10729-LBR
Chapter 11

Affects:

■ All Debtors

☐ USA Commercial Mortgage Co.

☐ USA Securities, LLC

☐ USA Capital Realty Advisors, LLC

☐ USA Capital Diversified Trust Deed

☐ USA First Trust Deed Fund, LLC

Date: 5/3/06

Time: 9:30 a.m.

**JOINDER IN THE OPPOSITIONS (1) TO DEBTOR'S PROPOSED CASH
MANAGEMENT PROCEDURES AND INTERIM USE OF CASH
IN ACCORDANCE WITH PROPOSED CASH BUDGET AND (2) THE ORDER
REGARDING SET OFF OF BANK ACCOUNTS**

AYLENE GERINGER, MARK ZIPKIN, ED SCHOONONVER, SUE
SCHOONONVER, FERN APTER, BILL OVCA, ALEX GASSIO, TERRI NELSON, ("Direct
Lenders") by and through their counsel, Snell & Wilmer L.L.P., join in the numerous Oppositions
(1) to the Debtor's Proposed Cash Management Procedures and (2) object to the Stipulation to
Regarding Set Off of Bank Accounts. In particular, the Direct Lenders (1) oppose any co-
mingling of any payments received from the borrowers on loans involving the Direct Lenders,
(2) request that the Debtor and the Restructuring Officer immediately establish separate and
independent accounts into which payments from the borrowers must be deposited and held
pending further Court order, (3) preclude any set off against payments from borrowers including,
but not limited to, the set off sought on loans involving the Direct Lenders, as they are not
property of the Debtor and (4) preclude the Debtor and the Restructuring Officer from spending
any portion of payments from borrowers on loans involving the Direct Lenders to satisfy existing
obligations of the Debtors or to pay any of the expenses set forth in the Debtor's proposed budget.

The Direct Lenders further provide notice that the Direct Lenders will be taking the
necessary steps (1) to revoke any Powers of Attorney, (2) to terminate any Servicing Agreements
with the Debtors and (3) to seek the transfer of these loans and the servicing of the assets to an
independent entity.

WHEREFORE, the Direct Lenders request that this Court preclude the Restructuring
Officer's ability to use the Direct Lender's property and require the Restructuring Officer to

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sequester the same in separate escrow accounts until the loans, the funds and the servicing can be transferred to an independent third-party entity.

DATED this 2nd day of May, 2006.

SNELL & WILMER L.L.P.

By: 

Robert R. Kinas, Esq.

Meridith J. Strand, Esq.

3800 Howard Hughes Parkway

Suite 1000

Las Vegas, NV 89109

Attorneys for Attorneys for Aylene Geringer, Mark Zipkin, Ed Schoonover, Sue Schoonover, Fern Apter, Bill Ovca, Alex Gassio, Terri Nelson,

CERTIFICATE OF SERVICE

Pursuant to FED. R. BANKR. P. 5(b), I hereby certify that I am an employee of Snell & Wilmer, and that on May 2, 2006, I caused a true and correct copy of JOINDER IN THE OPPOSITIONS (1) TO DEBTOR'S PROPOSED CASH MANAGEMENT PROCEDURES AND INTERIM USE OF CASH IN ACCORDANCE WITH PROPOSED CASH BUDGET AND (2) THE ORDER REGARDING SET OFF OF BANK ACCOUNTS to be served by first class mail to:

ANNETTE W JARVIS
POB 45385
Salt Lake City, UT 84145

LENARD E. SCHWARTZER
SCHWARTZER & MCPHERSON 2850 S.
Jones Boulevard, Suite 1
Las Vegas, NV 89146

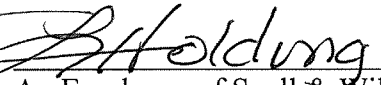
FEDERAL BANKRUPTCY COURT
Foley Federal Bldg.
300 Las Vegas Blvd South, Third Floor
Las Vegas, NV 89101

USA COMMERCIAL MORTGAGE COMPANY
4484 South Pecos Road
Las Vegas, NV 89121

U.S. TRUSTEE - LV
Augie Landis
300 Las Vegas Boulevard S. Suite 4300
Las Vegas, NV 89101

CANDACE CARLYON
233 S. Fourth, #200
Las Vegas, NV 89101

GREG GARMAN
3960 Howard Hughes Parkway, 9th Floor
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An Employee of Snell & Wilmer